

RECORDATION NO. 24538-B FILED

Piper Rudnick

DEC 15 '04

4-55 PM

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December 14, 2004

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease, dated as of December 10, 2004 (the "Memorandum") between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Memorandum relates to that certain Railcar Equipment Lease, dated as of June 25, 2003, and Rider 2 thereto, dated as of September 8, 2003, between NRG Power Marketing, Inc., as lessee, and Transferor, as lessor. A Memorandum of Railcar Lease with respect to the Railcar Equipment Lease and Rider 2 thereto was previously filed with the Surface Transportation Board ("STB") on October 3, 2003 and assigned recordation number 24538-A.

The names and address of the parties to the enclosed Memorandum are:

Transferor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 21st Floor
New York, NY 10036

Transferee: Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, NY 10528

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to David Singer at Piper Rudnick LLP, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of December 10, 2004, between The CIT Group/Equipment Financing, Inc., as Transferor, and Citicorp Railmark, Inc., as Transferee.

Document to Which the Secondary Document Relates

Memorandum of Railcar Lease, dated as of September 8, 2003, between The CIT Group/Equipment Financing, Inc., as lessor, and NRG Power Marketing Inc., as lessee, which was previously filed with the STB on October 3, 2003 and assigned recordation number 24538-A.

Very truly yours,

PIPER RUDNICK LLP

David E. Singer

Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 10th day of December, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 21st Floor, New York, New York 10036 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of the date hereof relating to the sale by Transferor to Transferee of 120 aluminum coal gondolas identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Railcar Equipment Lease, dated as of June 25, 2003, between NRG Power Marketing Inc. ("NRG"), as lessee, and Transferor, as lessor (the "Lease Agreement"), and Rider 2 (the "Rider") thereto, dated as of September 8, 2003, which was entered into between Transferor, as lessor, and NRG, as lessee. The Lease Agreement and the Rider are collectively referred to as the "Lease".

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Railcar Lease was filed with the Surface Transportation Board on October 3, 2003 and assigned recordation number 24538-A;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Nancy A. Nardella
Name: NANCY A. NARDELLA
Title: Vice President

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____
Name: _____
Title: _____

CITICORP RAILMARK, INC.

By: R. W. Greenley
Name: R. W. Greenley
Title: Vice President

STATE OF NEW YORK)
) SS:
COUNTY OF New York)

On this _____ day of December, 2004 before me personally appears LARRY LAWELLA, to me personally known, who by me duly sworn, says that he/she is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

[SEAL]

My Commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

STATE OF NEW YORK)
) SS:
COUNTY OF WESTCHESTER)

On this _____ day of _____, 2004 before me personally appears _____, to me personally known, who by me duly sworn, says that he is the _____ of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF _____)

On this _____ day of _____, 2004 before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF Putnam ~~WESTCHESTER~~)

On this 8th day of December, 2004 before me personally appears R.D. Greenberg, to me personally known, who by me duly sworn, says that he is the Vice President of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Michelle L. Bradshaw
Notary Public

[SEAL]

My Commission expires:

Michelle L. Bradshaw
Notary Public
Commission #01BR6115438
Putnam County, New York
My Commission Expires September 7, 2008

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE
DATED AS OF DECEMBER 10, 2004**

EQUIPMENT

One hundred twenty (120) 4,400 cubic foot or greater capacity aluminum coal gondolas, manufactured by Johnstown America Corporation and bearing the following road marks and numbers:

CEFX 41180;
CEFX 43233;
CEFX 43246;
CEFX 44363 – CEFX 44417 (both inclusive);
CEFX 44419 – CEFX 44426 (both inclusive);
CEFX 44428 – CEFX 44464 (both inclusive); and
CEFX 44466 – CEFX 44482 (both inclusive).